

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

Jointly Administered

**NO ORDER REQUIRED
CERTIFICATION OF NO OBJECTION TO THE ONE HUNDRED AND THIRTY
EIGHTH MONTHLY FEE APPLICATION OF KRAMER LEVIN NAFTALIS &
FRANKEL LLP, COUNSEL TO THE OFFICIAL COMMITTEE
OF EQUITY SECURITY HOLDERS, FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FEBRUARY 1, 2013 THROUGH FEBRUARY 28, 2013
[RE: DOCKET NO. 30454]**

On March 29, 2013, Kramer Levin Naftalis & Frankel LLP ("Kramer Levin"), counsel to the Official Committee of Equity Security Holders, filed its One Hundred and Thirty Eighth Monthly Fee Application for Compensation and Reimbursement of Expenses [Docket No. 30454] (the "Application"). The Application provided an objection deadline of 4:00 p.m. (Eastern Time) on April 18, 2013. The undersigned hereby certifies that she has received no answer, objection or any responsive pleading with respect to the Application and that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Amended Administrative Order Under 11 U.S.C. §§105(a) and 31 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Order") dated May 3, 2001, the Debtors are authorized to pay Kramer Levin Naftalis & Frankel LLP \$13,743.60 which represents 80% of

the fees (\$17,179.50) and \$774.45 which represents 100% of the expenses, requested in the Application for the period February 1, 2013 through February 28, 2013, upon the filing of this Certification and without the need for entry of a Court order approving the Application.

SAUL EWING LLP

By: /s/ Teresa K.D. Currier

Teresa K. D. Currier (No. 3080)

222 Delaware Avenue

P.O. Box 1266

Wilmington, DE 19899

(302) 421-6800

-and-

KRAMER LEVIN NAFTALIS & FRANKEL LLP

Philip Bentley, Esquire

David E. Blabey, Jr., Esquire

1177 Avenue of the Americas

New York, New York 10036

(212) 715-9100

Counsel to the Official Committee
of Equity Security Holders

Dated: April 23, 2013